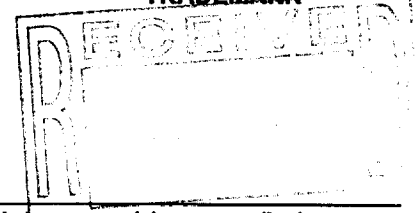


03-09-1999

TRADEMARK



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Bill Bailey Meat Packing Co., Inc. & Jayne Bailey

11021998

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Bill Bailey's Foodcorp, Inc.

DBA/AK/A _____

Composed of _____

Address (line 1) 9840 Everest Street

Address (line 2) _____

Address (line 3) Downey

City

California

State/Country

90242

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

03/08/1999 DNGUYEN 00000067 1927743

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 25.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 1865 FRAME: 0188

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,927,743"/>	<input type="text" value="2,011,354"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Cathleen Calkins

2/16/99

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS

This Assignment of Intellectual Property Rights is made as of this November 2, 1998 by BILL BAILEY MEAT PACKING CO., INC., a California corporation and JAYNE BAILEY, an individual (collectively, the "Sellers"), to BILL BAILEY'S FOODCORP, INC., a Delaware corporation ("Buyer").

RECITALS

The Sellers are the owners of all right, title and interest in and to the following (collectively, the "Marks"): all of the trademarks, trade names, trade reputation, copyrights and good will relating to all aspects of operation related to the Sellers' meat-packing and processing business (the sale of which is governed by the Asset Purchase Agreement, dated as of October 30, 1998, among Sellers and Buyer (the "Asset Purchase Agreement")), including, without limitation, the "Bill Baileys" (Registration Number: 1,927,743; Registration Date: 10/17/95) and the "Baileys" (Registration Number: 2,011,354; Registration Date: 10/29/96) trademarks and any interest of the Sellers in and to the "Azteca," "Anna Maria" and "Blarney Stone" names, trade names and/or trademarks.

The Sellers desire to transfer and assign to Buyer all of the Seller's right, title and interest in and to all of the Marks and the business goodwill symbolized thereby (the "Intellectual Property").

Buyer desires to acquire the Intellectual Property.

AGREEMENT

NOW THEREFORE, in consideration of the recitals set forth above and other good and valuable consideration, the receipt of which is hereby acknowledged, the Sellers hereby assign to Buyer all right, title and interest in and to the Intellectual Property and the goodwill of the business symbolized thereby, including, without limitation, the United States registrations therefore and all extensions thereto and re-issues thereof and all foreign counterparts thereto, and all claims for damages and/or injunctive relief be reason of past infringement of any of the Intellectual Property, with the right to sue for and collect the same for its own account and use.

(signature page follows)

